

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

Order Instituting Investigation of Pacific Gas and Electric Company (U 39 M) to (1) Issue, Sell and Deliver Common Stock and One or More Series of Its First and Refunding Mortgage Bonds, Debentures, Subordinated Deferrable Interest Debentures, Promissory Notes and/or Other Evidences of Indebtedness in Connection with a Confirmed Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, the Total Aggregate Principal Amount of Such Issuances and Guarantees Not to Exceed \$6.5 Billion; (2) Enter into One or More Interest Rate Caps, Collars and Swaps; (3) an Exemption from the Competitive Bidding Rule.

**FILED
PUBLIC UTILITIES
COMMISSION
July 17, 2002
San Francisco Office
I.02-07-015**

ORDER INSTITUTING INVESTIGATION**Summary**

This order instituting investigation (OII) addresses whether the Commission should authorize and order Pacific Gas and Electric Company ("PG&E") to issue additional common stock and long term debt, as more fully described in the Draft Decision attached hereto as Attachment B. In summary, the Draft Decision authorizes and orders PG&E to issue up to \$6.5 billion in common stock and long term debt to implement the financing required by the Commission's Plan of Reorganization for PG&E, filed on May 17, 2002, and as it may be amended from time to time, in connection with PG&E's voluntary petition for relief under chapter 11 of the Bankruptcy Code filed with the United States Bankruptcy Court for the Northern District of California. In addition, the Commission's General Counsel, with the assistance of staff

and consultants, is conditionally authorized to negotiate the sale and placement of this common stock and long-term debt for the purposes of implementing the Commission's Plan of Reorganization. The authority granted by the Draft Decision is contingent on confirmation of the Commission's Plan of Reorganization by the Bankruptcy Court.

Preliminary Scoping Memo

The scope of this proceeding will include all issues raised in this order and the Draft Decision.

The rules and procedures implementing many of the reforms contained in Senate bill (SB) 960 are found in Article 2.5 of the Rules of Practice and Procedure (Rules), which are posted on the Commission's website. Pursuant to Rule 4(a), the rules in Article 2.5 shall apply to this proceeding. Pursuant to Rule 6(c)(1), we preliminarily determine that (1) the category of this proceeding is "ratesetting" as that term is defined in Rule 5(c),¹ and (2) there is no need for evidentiary hearings.

Any person who objects to the categorization of this investigation must file and serve an appeal no later than ten days after the effective date of this OIL, pursuant to Rule 6.4(a). (See Schedule in Attachment A.) Parties wishing to comment on the Draft Decision shall file and serve comments no later than 30 days from the effective date of this order. Reply comments shall be filed and served no later than 14 days after the date comments are filed. Any person who believes evidentiary hearings are required shall file and serve a motion no later than ten days after reply comments are due, as indicated above and on the schedule below. Motions shall identify the specific item for which hearing is sought. Any such motion must identify and describe (i) the material issues of disputed fact, (ii) the evidence the party proposes to introduce at the requested hearing, and (iii) the schedule for conducting the hearing. The motion shall also state a justification for hearing and what the moving party would seek to demonstrate through

¹ Rule 5(c) defines "ratesetting" proceedings as proceedings in which the Commission sets or investigates rates or establishes a mechanism that in turn sets the rates for a specifically named utility or utilities.

hearing. It shall also contain anything else necessary for the Commission to make an informed decision on the motion. Responses to motions may be filed, and shall be filed and served within 5 days of the date of the motion.

The record shall be composed of all filed and served documents. In addition, if a motion is granted for an evidentiary hearing, the record will include evidence received at the hearing.

A preliminary schedule setting forth these dates is attached hereto as Attachment A.

Service and Availability of this Order

This order shall be served on the service lists for Investigation (I.) 02-04-026 (ratemaking implications for Plans of Reorganization for PG&E); Application (A.) .00-11-038 et al (rate stabilization and rehearing of D.01-03-082 on the end of the rate freeze); Case (C.) 02-02-027 (Ahern et al v. PG&E); A.02-05-022 et al. (cost of capital proceedings in A.02-05-022, A.02-05-025, A.02-05-026 and A.02-05-031), and A.02-02-024 (rehearing of Resolution E-3765). The temporary service list is attached to this order (Attachment C) and shall be used for service until a service list for this proceeding is established by ruling of the Assigned Commissioner or assigned Examiner.

This order will be available to the public on the Commission's web site (www.cpuc.ca.gov). A copy of this order may also be obtained from the Commission's Central Files Office in San Francisco [(415) 703-2045]; and from the Commission's Public Advisor Offices in Los Angeles [(213) 897-3544]; and San Francisco [(415) 703-2074].

Participation and Service List

A person shall become an appearance (party) by filing and serving comments on the Draft Decision, reply comments on the Draft Decision, a motion for an evidentiary hearing, or a response to a motion for evidentiary hearing by the dates specified above. A person who does not file one of these pleadings may also become a

party by filing and serving a motion seeking appearance status. The motion shall state the person's name, address, telephone number, electronic mail address, fax number, the entity for whom they are appearing, and whether or not they have appeared previously before the Commission. It shall also state the person or party's interest, whether or not the person or party intends to actively participate, and how the person or party intends to participate. Responses to motions for appearance status may be filed and served, and shall be filed and served within 5 days of the date of such motion. Persons who simply want to monitor the proceeding may notify the Process Office by letter or electronic mail of their request to be included on the service list for information only. Respondent is a party whether or not respondent files any pleadings, and respondent need not file a motion. Any person interested in participating in this investigation but unfamiliar with the Commission's procedures should contact the Commission's Public Advisor Offices in Los Angeles [(213) 897-3544] or San Francisco [(415) 703-2074].

Parties should note that it is not necessary to formally participate in this proceeding in order to monitor major developments. Significant documents in this proceeding (e.g., rulings and decisions) will be posted on the Commission's web site. There is no need to mail the previously described notice to the Process Office to monitor in this fashion.

An official service list will be compiled as soon as practicable, and will be available from the Commission's web site (www.cpuc.ca.gov) or the Process Office [(415) 703-2021].

The assigned Commissioner and the assigned Examiner have ongoing oversight regarding the procedures governing parties' participation and the service list. They may revise these procedures and the service list, as necessary.

Electronic Service

Each Appearance with an electronic mail (e-mail) address on the attached temporary service list, and subsequent official service list, shall serve and receive all pleadings by e-mail in Microsoft Word format or Adobe Acrobat Portable Document

Format (.pdf). There is no need to serve hard copies of pleadings on any party listed in the Appearance category, or the State Service category, of the temporary or subsequent official service list if that party has provided an e-mail address. However, if a party in the Appearance or State Service categories has not provided an e-mail address, then that party must be served with a hard copy.² Finally, both an electronic and paper copy of each pleading must be served on the assigned Commissioner and assigned Examiner as follows: For Commissioner Peevey - acb@cpuc.ca.gov

For Examiner Clanon – dug@cpuc.ca.gov

Ex Parte Communications

This proceeding is subject to Rule 7 of the Commission's Rules of Practice and Procedure, which specifies standards for engaging in ex parte communications and the reporting of such communications. Pursuant to Rules 7(a)(3) and 7(a)(4), ex parte communications will be allowed in this proceeding consistent with the restrictions and reporting requirements set forth in Rules 7(c) and 7.1. The restrictions and reporting requirements in Rule 7(c) and 7.1 shall remain in effect unless the Commission grants an appeal of the category.

IT IS ORDERED that:

1. An investigation is instituted on the Commission's own motion for the purpose of determining whether the Commission should authorize and order Pacific Gas and Electric Company (PG&E) to issue up to \$6.5 billion in common stock and long term debt, conditioned upon confirmation of the Commission's Plan of Reorganization for PG&E, as set forth in the Draft Decision attached hereto as Attachment B.
2. PG&E is made a respondent to this proceeding.

² This order does not affect the Commission's Rules regarding the filing of documents at the Commission. All documents filed at the Commission must be tendered in paper form as described in Rule 2 et seq.

3. The scope of this proceeding is limited to a determination whether the financing described in Attachment B should be authorized and ordered as is, with modification, or not at all.
4. The category of this rulemaking is preliminarily determined to be “ratesetting” as this term is defined in Rule 5(c) of the Commission’s Rules of Practice and Procedure (Rule). Any person who objects to the categorization of this investigation must file and serve an appeal no later than ten days after the effective date of this order, pursuant to Rule 6.4(a).
5. It is preliminarily determined that there is no need for evidentiary hearings. Any party who believes that an evidentiary hearing is required should file and serve a motion requesting such a hearing no later than 10 days from the date reply comments are due. Any such motion must identify and describe (i) the material issues of disputed fact, (ii) the evidence the party proposes to introduce at the requested hearing, and (iii) the schedule for conducting the hearing. The motion shall also state a justification for hearing and what the moving party would seek to demonstrate through hearing. It shall also contain anything else necessary for the Commission to make an informed decision on the motion. Responses to any such motion may be filed and served, and shall be filed and served no later than 5 days after any such motion. Any right that a party may otherwise have to an evidentiary hearing will be waived if the party does not submit a timely motion requesting an evidentiary hearing. The record shall be composed of all filed and served documents, and shall include evidence received at a hearing if a motion for hearing is granted.
6. Persons shall become a party by filing and serving comments on the Draft Decision, reply comments on the Draft Decision, a motion for an evidentiary hearing, or a response to a motion for an evidentiary hearing by the dates specified above. Persons may also file and serve a motion seeking appearance status containing the information described in this order. Responses to motions for

appearance status shall be filed and served within 5 days. Respondent is a party whether or not respondent files any pleadings.

7. A customer who intends to seek an award for intervenor compensation shall file and serve a Notice of Intent to Claim Compensation no later than 30 days from the date of this order.
8. The assigned Commissioner and the assigned Examiner shall have ongoing oversight regarding the procedures governing participation in this proceeding. They may revise these procedures, as necessary. The assigned Commissioner and the assigned Examiner shall also have ongoing oversight of the service list. They may revise the service list or the procedures governing the list, as necessary.
9. Each party listed in the “Appearance” category on the temporary service list, and the subsequent official service list, that provides an electronic mail (e-mail) address shall serve and receive all pleadings by e-mail in Microsoft Word format or Adobe Acrobat Portable Document Format (.pdf). There is no need to serve hard copies of pleadings on any party listed in the Appearance and State Service categories of the service list if that party has provided an e-mail address. However, if a party in the Appearance or State Service categories has not provided an e-mail address, then that party must be served with a paper copy. Both electronic and a hard copy of each pleading must be served on the assigned Commissioner and assigned Examiner.
10. All documents filed at the Commission must be tendered in paper form as described in Rule 2 et seq.
11. Opening comments regarding the Draft Decision shall be filed and served no later than 30 days from the effective date of today’s order. Reply comments shall be filed and served no later than 14 days after the date comments are due to be filed.
12. A preliminary schedule, setting forth the principal dates described above is attached hereto as Attachment A.

13. This order shall be served on the service lists for Investigation (I.) 02-04-026 (ratemaking implications for Plans of Reorganization for PG&E); Application (A.) 00-11-038 et al (rate stabilization and rehearing of D.01-03-082 on the end of the rate freeze); Case (C.) 02-02-027 (Ahern et al v. PG&E); A.02-05-022 et al. (cost of capital proceedings), and A.02-02-024 (rehearing of Resolution E-3765). A temporary service list is attached hereto as Attachment C, and shall be the service list for this proceeding until such time as the assigned Commissioner or hearing Examiner orders differently.

This order is effective today.

Dated July 17, 2002, at San Francisco, California.

LORETTA M. LYNCH
President

HENRY M. DUQUE

CARL W. WOOD

GEOFFREY F. BROWN

MICHAEL R. PEEVEY

Commissioners

ATTACHMENT A

PRELIMINARY SCHEDULE

Date	Event
July 17, 2002	Commission issues order instituting investigation and draft decision.
July 29, 2002	Objections to categorization due.
August 16, 2002	Comments on draft decision due.
August 30, 2002	Reply comments on draft decision due.
August 30, 2002	Notice of Intent to Claim Intervenor Compensation filed and served.
September 9, 2002	Last day to file and serve motions for an evidentiary hearing.
September 16, 2002	Last day to file and serve responses to motions for evidentiary hearing.

ATTACHMENT B

Decision _____

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

Order Instituting Investigation of Pacific Gas and Electric Company (U 39 M) to (1) Issue, Sell and Deliver Common Stock and One or More Series of Its First and Refunding Mortgage Bonds, Debentures, Subordinated Deferrable Interest Debentures, Promissory Notes and/or Other Evidences of Indebtedness in Connection with A Confirmed Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, the Total Aggregate Principal Amount of Such Issuances and Guarantees Not to Exceed \$6.5 Billion; (2) Enter into One or More Interest Rate Caps, Collars and Swaps; (3) an Exemption from the Competitive Bidding Rule.

I.02-07-015
Filed July 17, 2002

**Decision Authorizing and Requiring Pacific Gas &
Electric Company to Execute Such Financial Transactions
as May Be Required to Implement a Confirmed Plan of
Reorganization**

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Introduction

This decision conditionally directs Pacific Gas and Electric Company (PG&E) to issue up to \$6.5 billion of additional common stock and long-term debt,¹ to implement a Plan of Reorganization proposed by the Commission (Commission's Plan) and confirmed under Chapter 11 of the Bankruptcy Code, which is for a lawful purpose as listed in §817 of the California Public Utilities Code (Pub. Util. Code).² The Commission's current financial consultant, UBS Warburg, LLC, under the direction of the General Counsel's Office, the Director of the Energy Division and with the assistance of staff and another Commission consultant, Chanin Capital Partners, LLC, (the Financing Team) is authorized to negotiate the sale and placement of such common stock and long-term debt in order to implement the Commission's Plan. PG&E's financing authority is conditioned upon the confirmation of the Plan of Reorganization (POR) for PG&E as proposed by the Commission in PG&E's Chapter 11 case now pending in the United States Bankruptcy Court for the Northern District of California (Case No. 01-30923 DM.)

Background

Concurrent with this Draft Decision, the Commission opened Order Instituting Investigation (I).02-07-_____ for the purposes of authorizing and

¹ Long-term debt is any debt that has a maturity of 12 months or more when issued.

² All citations herein are to the California Public Utilities Code unless otherwise specified.

directing Pacific Gas & Electric Company (PG&E) to issue such common stock and long-term debt instruments as deemed appropriate to finance a POR confirmed by the Bankruptcy Court.

Notice I.02-07-~~XXX~~ appeared in the Commission's Daily Calendar on July ~~X~~, 2002. The Commission preliminarily categorized this proceeding as ratesetting, and preliminarily determined that a hearing is not necessary.

On April 6, 2001, PG&E voluntarily filed a petition for relief under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the Northern District of California (the "Court.") Effective February 27, 2002, the Court terminated PG&E's exclusive right to file a plan under section 1121 of the Bankruptcy Code to permit the Commission to file an alternate plan of reorganization for PG&E by April 15, 2002. On April 15, 2002, after a unanimous 5-0 vote, the Commission filed its Plan of Reorganization under Chapter 11 of the Bankruptcy Code for PG&E (as amended, modified or supplemented from time to time, the "Commission's Plan.")³

³Among other terms, i.e. the Commission's Plan contemplates: (i) payment in full in Cash of Allowed Administrative Expense Claims, Professional Compensation and Reimbursement Claims, Priority Tax Claims, Other Priority Claims, QUIDS Claims, General Unsecured Claims, California Independent System Operator (ISO), California Power Exchange (PX) and Generator Claims, Energy Service Provider (ESP) Claims, Convenience Claims and MBIA Claims, including pre-petition and Post-Petition Interest (except on Administrative Expense Claims and Professional Compensation and Reimbursement Claims); (ii) payment in full in Cash or reinstatement of Other Secured Claims, including interest to the extent permitted; (iii) reinstatement of Secured Claims Relating to First and Refunding Mortgage Bonds, Mortgage Backed Pollution Control (PC) Bond Claims, MBIA Insured PC Bond Claims, Letter of Credit Backed PC Bond Claims, Treasury PC Bond Claims, and payment in full in Cash of accrued and unpaid pre-petition and Post-Petition Interest thereon; (iv) satisfaction in the ordinary course of business of Environmental, Fire Suppression, Pending Litigation, Tort and FERC License Claims and Workers' Compensation Claims; (v) treatment of Letter of Credit Bank Claims in accordance with a previously reached agreement between the holders of such Claims and PG&E; and (vi) preservation of Preferred Stock Equity Interests; and (vii) preservation of Common Stock Equity Interests, subject to dilution. Capitalized terms used herein but not defined shall have the meaning specified in the Commission's Plan.

On June 25, 2002 the Commission filed a motion before the Bankruptcy Court for the payment by PG&E's estate of all amounts payable to UBS Warburg LLC, as arranger of the financing required under the Commission's Plan. Confirmation of the Commission's Plan is an essential condition precedent to the authority granted in this decision.⁴

Directed Authority

Use of Proceeds to Finance the Plan of Reorganization

Background

Pursuant to §§ 816 et seq. of Public Utilities Code, the Commission conditionally authorizes PG&E to issue up to \$6.5 billion of additional common stock and long-term debt, if the Commission's Plan is confirmed by the Bankruptcy Court.

This conditional authority is for an amount in excess of the projected financing requirements of the Commission's Plan, and is only to be exercised for the minimum amounts necessary to satisfy the Commission's Plan. Specifically, this decision conditionally authorizes the issuance of up to \$2,000,000,000 in proceeds from the sale or issuance of common stock in addition to the amount already outstanding; and (2) up to \$4,500,000,000 of various types of long-term debt securities as described in this decision. At the time of filing its Plan, the Commission estimated that it would be necessary to issue common stock sufficient to yield approximately \$1.75 billion and approximately \$3.9 billion in long-term debt.

⁴ Copies of the Commission's Plan and PG&E's Plan can be found on the web site of the Bankruptcy Court:

<http://www.canb.uscourts.gov/canb/Documents.nsf/4fa6cc9d77741519882569e50004dce6/5af0e0251bff3de888256a400073f921?OpenDocument>.

Discussion

The issuance of long-term debt by a public utility is subject to §§ 817 and 818, which state, in relevant part:

§ 817: A public utility may issue . . . bonds, notes, and other evidence of indebtedness payable at periods of more than 12 months after the date thereof for any of the following purposes and no other:

- (a) Acquisition of property.
- (b) Construction, completion, extension, or improvement of its facilities.
- (c) Improvement or maintenance of its service.
- (d) Discharge or lawful refunding of its obligations.
- (e) Financing the acquisition and installation of electrical and plumbing appliances and agricultural equipment which are sold by other than a public utility, for use within the service area of the public utility.
- (f) Reorganization or readjustment of its indebtedness or capitalization upon a merger, consolidation, or other reorganization.
- (g) Retirement of or in exchange for one or more outstanding stocks or stock certificates or other evidence of interest or ownership of such public utility, or bonds, notes, or other evidence of indebtedness of such public utility, with or without the payment of cash.
- (h) Reimbursement of moneys. . . expended from income or from any other money in the treasury of the public utility not secured by or obtained from the issue of stocks or stock certificates or other evidence of interest or ownership, or bonds, notes, or other evidences of indebtedness of the public utility, for any of the aforesaid purposes except maintenance of service and replacements, in cases where the applicant has kept its accounts and vouchers for such expenditures in such manner as to enable the commission to ascertain the amount of money so expended and the purposes for which such expenditure was made.

§ 818: No public utility may issue . . . bonds, notes, or other evidences of indebtedness payable at periods of more than 12 months after the date thereof unless . . . it shall first have secured from the commission an order authorizing the issue, stating the amount thereof and the purposes to which the issue or the proceeds thereof are to be applied, and that, in the opinion of the commission, the money, property, or labor to be procured or paid for by the issue is reasonably required for the purposes specified in the order, and that, except as otherwise permitted in the order . . . such purposes are not, in whole or in part, reasonably chargeable to operating expenses or to income.

We find that there is a demonstrated and reasonable need to issue common stock and long-term debt to finance the Commission's Plan, which will allow PG&E to emerge from chapter 11. The need is an appropriate use under § 817(d), (f) and (g).⁵ Accordingly, we direct the Financing Team to negotiate the sale and placement of the required stock and debt, and conditionally authorize and order PG&E, as described in this decision, to issue the necessary securities under the Commission's authority pursuant to § 818, contingent on confirmation of the Commission's Plan by the Court.

PG&E's authorization to issue common stock and long-term debt shall expire upon the determination that sufficient funds have been obtained to fully fund the Commission's Plan. This authority is not "ever-greened,"⁶ and in the future PG&E must file for appropriate authority to issue securities when debt issued as a result of this decision has matured.

The proportion of debt to equity capital determines financial risk.⁷ The higher the debt-to-equity ratio, or leverage, the greater the financial risk and cost of capital. Table 1 below shows that with the issuance of \$3.9 billion of additional long-term debt and \$1.75 billion of common equity for § 817 purposes, PG&E would have a capital structure with a different debt-to-equity ratio than we found prudent in D.00-06-040. Many things have changed since that time, including PG&E's voluntary petition under chapter 11. In a separate proceeding, Application (A.) 02-05-022, PG&E has applied for a new cost of capital and related capital structure to be recovered in retail rates charged to its customers

⁵ Previous Commission decisions authorizing PG&E to issue stock and/or long-term debt typically authorized PG&E to use the proceeds for one or more of the purposes identified in § 817. (See, for example, D.95-09-023, 1995 Cal. PUC LEXIS 694, *35; D.93-06-082, 1993 Cal. PUC LEXIS 339, *28; D.93-06-083, 1993 Cal. PUC LEXIS 340, *16; D.88-04-063, Cal. PUC LEXIS 418, *38; and D.87-12-002, Cal. PUC LEXIS 47, *28).

⁶ Ever-greening refers to the ability of PG&E to issue debt without receiving further Commission authority for the purpose of refunding previously authorized debt that has matured and the principal is due to creditors.

⁷ D.00-06-040, *mimeo.*, p. 10.

for electric and natural gas service. We will defer to that proceeding the authorization of an appropriate capital structure for ratemaking purposes for PG&E in calendar year 2003. If the Commission's Plan is confirmed, we authorize PG&E to comply with the capital structure that will result from implementation of the Commission's Plan until such later date when the Commission can adopt an appropriate long-term capital structure suitable for the economic business conditions faced by PG&E in the regulated retail California energy markets.

Table 1		
	Capital Structure Authorized by D.00-06-040 *	Pro Forma Capital Structure in Plan (Uses \$1.75 additional Equity and \$3.9 billion of new Debt)
Long-Term Debt	46.20%	55% %
Preferred Stock	5.80	3%
Common Equity	48.00	42%
Total	100.00%	100.00%

* D.00-06-040, OP 1

** See Commission Plan

Types of Long-Term Debt

i. Appropriate for Typical Utility Financing

We give the authority to negotiate the sale and placement of a variety of debt instruments in an aggregate amount not to exceed \$4.5 billion of additional long-term debt. The exact terms and conditions of each debt instrument will be determined by market conditions at the time the debt is issued. We do not expect use of every authorized debt instrument. Rather, the Financing Team will use only those it judges as offering the lowest cost of capital at the time.

The specific long-term debt instruments that may be used are as follows: (1) bonds secured by a mortgage on PG&E's assets; (2) unsecured debentures and notes ("notes"); (3) notes with warrants; (4) debt securities denominated in the currency of a foreign country;⁸ (5) loans obtained directly from banks, insurance companies or other financial institutions; (6) tax-exempt financing⁹; (7) letters of credit; and (8) deferrable interest securities.¹⁰

Long-term debt financing using deferrable interest securities ("DIS securities") may be structured as follows:

PG&E would create a special purpose vehicle (SPV) in the form of a limited partnership, a limited liability company, or a business trust for the purpose of issuing DIS securities to investors. The DIS securities would be issued by the SPV and would be partially guaranteed by PG&E. The SPV would lend the proceeds of the DIS securities to PG&E, and in exchange PG&E would issue to the SPV a form of indebtedness that would fund the payments of principal and accrued interest on the DIS securities. Both the SPV loan to PG&E and the DIS securities would contain a deferral feature.

Although DIS securities are similar to preferred stock, the interest on DIS securities is considered to be tax deductible, unlike dividends on preferred stock.¹¹ However, if the interest on DIS securities is ever found to be non-tax deductible, the

⁸ The Commission has previously determined that currency risk would be minimized by one or more forward contracts to purchase the currency or an independent exchange of payment obligations with another party in a dollar-denominated currency. See D.00-120924.

⁹ PG&E would guarantee tax-exempt debt issued by the State of California or political subdivisions thereof. The proceeds from the tax-exempt debt would be used to finance PG&E's air and water pollution control facilities, sewage systems, and other facilities qualifying for tax-exempt financing under the Internal Revenue Code.

¹⁰ The deferral feature allows PG&E to defer interest payments to the investors for a period of time, usually up to 60 months.

¹¹ D.95-09-023, 1995 Cal. PUC LEXIS 694, *13.

Commission will hold ratepayers responsible for back taxes to the extent that ratepayers received any tax benefits because of a reduction to PG&E's revenue requirement, plus interest on the back taxes based on the 3-month commercial paper rate. Because this is in furtherance of the Commission's Plan, which is in the long-term best interests of the ratepayers, ratepayers will also be responsible for tax penalties or interest on penalties.

ii. Discussion

We authorize the negotiation, sale and placement, and conditionally authorize PG&E to issue, any of the previously identified types of long-term debt to provide financing for the Commission's Plan of Reorganization as confirmed by the Bankruptcy Court. We authorize the broadest range of options, consistent with previous decisions in order to give the widest possible range of options to avoid unforeseen problems with more narrowly limited authority. The Financing Team may confer with PG&E and its own advisors but they are in no way constrained to adopt any recommendation they judge not to be in the best long-term interests of PG&E and its ratepayers.

We authorize the possible issuance and related tax treatment for DIS securities.¹² Therefore, ratepayers shall be responsible for any tax penalties or interest on penalties associated with DIS securities; and ratepayers will be responsible for (i) back taxes on DIS securities to the extent that ratepayers received tax benefits because of a lower revenue requirement for PG&E, and (ii) interest on these back taxes based on the 3-month commercial paper rate.

Common Equity and Common Stock

Background

Common equity for PG&E is the total of all paid in capital and cumulative retained earnings. The Commission's Plan includes the provision for the issuance of new common stock by PG&E. The Plan envisions the proceeds to be approximately \$1.75

¹² The Commission granted similar requests in D.95-09-023 and D.95-04-024.

billion, which are to be used in conjunction with long-term debt authorized by this decision to provide the cash necessary fund the Commission's Plan.

Discussion

Depending upon market conditions at the time of issuance, the new common stock may be issued at either a premium or discount over the then current book value of the existing common stock. Presently PG&E Corp. holds all outstanding common stock. Market conditions and the investors' valuation of PG&E at the time of issuance will determine the precise number of shares that will have to be issued in order to yield the required \$1.75 billion (or final amount necessary for the Commission's Plan). This issuance of new stock will reduce PG&E Corp.'s percentage of ownership unless it acquires all of such new stock. This new stock will be included in PG&E's capital structure for ratemaking purposes, and will be treated equally with the existing stock in future rate setting proceedings.

Exemption from Section 701.5

Background

Section 701.5 prohibits a utility from guaranteeing the debt of an affiliate, except as authorized by the Commission pursuant to the statute. We direct as necessary for PG&E, using our authority under § 701.5(a), to guarantee DIS securities issued by affiliated SPVs. The proceeds from the DIS securities would be used by PG&E to finance the Commission's Plan. The sole purpose in forming the SPVs and guaranteeing their DIS securities is to raise capital in a manner advantageous to PG&E and its ratepayers.

Discussion

Section § 701.5(a) authorizes the Commission to order exemptions if (1) the affiliate's revenues and expenses are used by the Commission in establishing rates and (2) the Commission finds that the proposed financing will benefit the utility and its ratepayers.

As described previously, the authority to guarantee DIS securities issued by affiliated SPVs is granted in order to obtain debt capital on favorable terms for the purpose of financing Commission's Plan and other § 817 purposes. Therefore, this satisfies the criteria for an exemption under § 701.5(a). Accordingly, pursuant to § 701.5(a), we order such an exemption.¹³

Interest-rate Swaps, Caps, and Collars

Background

The Commission has previously granted requests for authority under § 701¹⁴ to enter into interest-rate swaps, caps, and collars for long-term debt.¹⁵ We have granted requests that the Commission exclude interest-rate swaps from the determination of the amount of debt authorization used. Finally, we have previously granted an exemption from the restriction imposed in D.93-06-082 that limits interest-rate swaps to 20% of PG&E's total outstanding long-term debt.

Discussion

We order that in connection with the Commission's Plan, PG&E may, with authority under § 701, enter into interest-rate swaps, caps, and collars for long-term debt

¹³ The Commission granted similar authority in D.95-09-023, D.95-04-024, and D.94-07-062.

¹⁴ Section 701 states that "[t]he commission may supervise and regulate every public utility in the State and may do all things, whether specifically designated in this part or in addition thereto, which are necessary and convenient in the exercise of such power and jurisdiction."

¹⁵ There are two types of interest-rate swaps. The first type is where fixed-rate debt is converted into variable-rate debt or vice versa. The second type is where floating-rate debt tied to one index (e.g., the London Interbank Offering Rate) is converted into floating-rate debt tied to another index (e.g., the Federal Reserve composite rate for commercial paper). An interest-rate cap is a financial instrument that sets a maximum rate of interest on variable-rate debt. An interest rate collar is a financial instrument that sets both minimum and maximum rates of interest on variable-rate debt.

pursuant to this decision.¹⁶ PG&E shall comply with all record keeping and reporting requirements pertaining to these financial instruments as were adopted by the Commission in D.93-06-082.

The interest-rate swaps, caps, and collars, if negotiated by the Financing Team to finance the Commission's Plan, may subsequently be used for ratemaking purposes. Similarly, the interest-rate swaps, caps, and collars associated with debt issued for the Commission's Plan purposes may be used for ratemaking purposes.

We also grant PG&E authority to exclude interest-rate swaps from the determination of the amount of debt authorization used.¹⁷ Finally, we grant authority for an exemption from the restriction adopted in D.93-06-082 that limits swaps to 20% of outstanding long-term debt. PG&E may exceed the 20% limit for interest-rate swaps until this issue is revisited in either a subsequent proceeding for authority to issue securities or a cost of capital proceeding.

Exemption from Competitive Bidding Rules

Background

Utilities are typically required to issue debt in accordance with the competitive bidding procedures set forth in D.38614, D.49941, D.75556, D.81908, and Resolution F-616 (collectively, "the Competitive Bidding Rules"). On previous applications the Commission has ordered that the following types of debt be exempt from the Competitive Bidding Rules:

- Debt offerings of \$300 million or more.
- DIS securities.

¹⁶ The Commission granted similar authority in D.95-09-023, D.93-06-082, D.92-06-031, and D.88-04-063.

¹⁷ The Commission granted similar requests in D.96-03-015, D.95-09-023, D.93-06-082, D.92-06-031, D.91-12-021, and D.90-12-094. Any debt issued by PG&E as part of a transaction involving an interest-rate swap shall be used to determine the amount of debt authorization used.

- Medium-term notes marketed through a group of dealers.
- Loans and letters of credit obtained from banks, insurance companies, or other financial institutions.

The Commission is cognizant that that these types of debt may not be obtained on favorable terms by using the Competitive Bidding Rules.

The Commission on occasion also has granted an exemption for (1) interest-rate swaps, caps, and collars, and (2) debt securities issued in connection with swaps, caps, or collars. The Commission has found that interest-rate swaps, caps, and collars are opportunistic transactions that are not always available at an economic cost. Thus, we conclude that these transactions – if undertaken in connection with this Decision – must be exempt from the Competitive Bidding Rules so that the Financing Team may respond quickly to take advantage of an opportunity. Similarly, the Commission’s consultants must be positioned to quickly negotiate the issue and placement of debt securities in connection with interest-rate swaps, caps, or collars if doing is expected to lower PG&E’s cost of capital. The Commission has previously accepted that the timing and terms of the debt security must match the swap, cap, or collar, and that one transaction cannot proceed without the other.

Moreover, an exemption from the Competitive Bidding Rule normally requires a utility to provide prospective bidders with notice of changed terms at least one day in advance. We believe that PG&E may be able to obtain better terms if it can adjust the terms of an offering up to the last moment.

Finally, we order an exemption from the Competitive Bidding Rules for all securities authorized by this decision to permit the maximum flexibility: (a) to accelerate, postpone or cancel the scheduled date and time for receipt of bids; (b) to reject all bids submitted; (c) to request the resubmission of bids; (d) to reschedule subsequent receipt of bids; (e) to vary the amount, terms and conditions of the debt securities submitted for bids; and (f) to allow all of the foregoing to be done without newspaper

publication. We believe that the foregoing procedures will provide us with the ability to take best advantage of market opportunities.

Discussion

We order the previously described exemptions from the Competitive Bidding Rules (“exemptions”).¹⁸ We do so based on our belief that granting the exemptions will enable us to obtain long-term debt in a manner advantageous to PG&E and its ratepayers.

Reporting Requirements

Background

General Order (GO) 24-B requires utilities to submit a monthly report to the Commission that contains, among other things, the following information: (1) the amount of debt issued by the utility during the previous month; (2) the total amount of debt outstanding at the end of the prior month; (3) the purposes for which the utility expended the proceeds realized from issuance of debt during the prior month; and (4) a monthly statement of the separate bank account that the utility is required to maintain for all receipts and disbursements of money obtained from the issuance of debt.

Discussion

PG&E shall report to the Commission all the information required by GO 24-B for any debt issued by PG&E pursuant to this decision. We order that PG&E report on a quarterly basis the information required by GO 24-B for Medium Term Notes (MTNs), interest-rate swaps, and letters of credit.

Pub. Util. Code Section 1904(b)

Whenever the Commission authorizes a utility to issue debt, the Commission is required to charge and collect a fee in accordance with § 1904(b), which provides:

For a certificate authorizing an issue of bonds, notes, or other evidences of indebtedness, two dollars (\$2) for each one thousand dollars (\$1,000) of the

¹⁸ The Commission granted similar exemptions in the following decisions: D.95-09-023, D.93-06-082, D.92-06-031, D.91-12-021, D.90-12-094, D.88-04-063, and D.87-12-002.

face value of the authorized issue or fraction thereof up to one million dollars (\$1,000,000), one dollar (\$1) for each one thousand dollars (\$1,000) over one million dollars (\$1,000,000) and up to ten million dollars (\$10,000,000), and fifty cents (\$0.50) for each one thousand dollars (\$1,000) over ten million dollars (\$10,000,000), with a minimum fee in any case of fifty dollars (\$50). No fee need be paid on such portion of any such issue as may be used to guarantee, take over, refund, discharge, or retire any stock, bond, note or other evidence of indebtedness on which a fee has theretofore been paid to the commission. If the commission modified the amount of the issue requested in any case and the applicant thereupon elects not to avail itself of the commission's authorization, no fee shall be paid, and if such fee is paid prior to the issuance of such certificate by the commission, such fee shall be returned.

This decision conditionally authorizes and orders PG&E to issue up to \$6.5 billion in common stock and long-term debt. Therefore, pursuant to § 1904(b), PG&E shall remit the approximate fees to the Commission's Fiscal Office no later than 60 days after the issuance of the securities.

Findings of Fact

1. Financing a confirmed Plan of Reorganization is a purpose consistent with the purposes identified in § 817 (except the purpose of buying PG&E stock).
2. The Commission's Plan currently requires \$4.5 billion or less in new long-term debt and \$2 billion or less in proceeds from the sale of new common stock. The issuance of this debt and equity is for § 817 purposes.
3. Capital structure consists of long-term debt, preferred stock, and common equity. D.00-06-040 authorized the following capital structure for PG&E: (i) 46.2% long-term debt, (ii) 5.8% preferred stock, and (iii) 48.0% common equity.
4. The issuance of \$ 4.5 billion of additional long-term debt and up to \$2 billion of common equity from the sale of common stock by PG&E for § 817 purposes would change the proportion of long-term debt in PG&E's capital structure to 55%, which is higher than the 46.2% authorized by D.00-06-040.
5. The higher the debt-to-equity ratio, the greater the financial risk. Authorizing PG&E to issue \$2 billion of additional common equity from the sale of common stock

and \$4.5 billion in additional long-term debt would increase PG&E's debt-to-equity ratio and financial risk.

6. The General Counsel's Office and Director of the Energy Division and staff, in conjunction with UBS Warburg, LLC, and Chanin Capital Partners, LLC (the Financing Team) have authority to identify and arrange appropriate financing for the Commission's Plan.

7. PG&E needs authority to issue the following debt instruments for the purpose of financing the Commission's Plan if the Plan is confirmed, and other § 817 purposes: (i) bonds secured by a mortgage on PG&E's assets; (ii) notes and warrants; (iii) debt securities denominated in a foreign currency; (iv) loans from banks, insurance companies, and other financial institutions; (v) tax-exempt debt; (vi) letters of credit; and (vii) DIS securities. The Commission previously granted similar authority for debt in D.96-03-015 and D.95-09-023.

8. Ratepayers should: (i) be responsible for tax penalties or interest on penalties associated with DIS securities; and (ii) be responsible for back taxes on DIS securities to the extent ratepayers received tax benefits from the DIS securities, plus interest on the back taxes based on the 3-month commercial paper rate.

9. PG&E needs authority under § 701.5(a) to guarantee DIS securities issued by affiliated SPVs. The Commission PG&E granted similar requests in D.95-09-023 and D.95-04-024.

10. The proposed financing of the Commission's Plan needs the flexibility derived from authority under § 701 to arrange financing that would have PG&E enter into interest-rate swaps, caps, and collars for long-term debt issued pursuant to this decision. The Commission granted PG&E similar authority in D.95-09-023, D.93-06-082, D.92-06-031, and D.88-04-063.

11. In D.93-06-082, the Commission adopted record keeping and reporting requirements pertaining to interest-rate swaps, caps, and collars.

12. PG&E should have authority to exclude interest-rate swaps from the determination of the amount of debt authorization used. The Commission granted PG&E similar requests in D.96-03-015, D.95-09-023, D.93-06-082, D.92-06-031, D.91-12-021, and D.90-12-094.

13. In D.93-06-082, the Commission restricted interest-rate swaps to 20% of PG&E's outstanding long-term debt.

14. Utilities are usually required to issue debt in accordance with the Competitive Bidding Rules set forth in D.38614, as amended by D.49941, D.75556, D.81908, and Resolution F-616.

15. PG&E has previously been granted an exemption from GO 24-B so that it can submit on a quarterly basis the information required by GO 24-B for (i) medium-term securities, and (ii) interest-rate swaps, caps, and collars. The Commission granted PG&E such exemptions in one or more of the following decisions: D.95-09-023, D.93-06-082, D.92-06-031, D.91-12-021, D.90-12-094, D.88-04-063, and D.87-12-002.

16. The Financing Team needs the flexibility of several exemptions from the Competitive Bidding Rules. The exemptions are identified in the body of this decision. The Commission has previously granted applicants similar exemptions in D.95-09-023, D.93-06-082, D.92-06-031, D.91-12-021, D.90-12-094, D.88-04-063, and D.87-12-002.

17. Granting the proposed exemptions from the Competitive Bidding Rules may help the Commission obtain debt on terms that are favorable to PG&E and its ratepayers.

Conclusions of Law

1. An evidentiary hearing is not necessary.
2. This is a ratemaking proceeding.
3. Pursuant to §§ 817(c), 818, and 701, the Commission may authorize and order PG&E to execute certain financial transactions and issue long-term debt and other securities to finance the Commission's Plan, if it is confirmed.

1. Implementing the Commission's Plan requires authority for the Financing Team to negotiate the sale, and for PG&E to issue, up to \$2 billion of additional common equity in

the form of common stock and up to an additional \$4.5 billion of long-term debt. This authority should expire after the Commission's Plan has been fully funded by, among other sources proceeds from these securities.

2. PG&E currently needs \$6.5 billion or less for § 817 (d) (f) and (g) purposes to fund the confirmed Commission's Plan, consisting of at least \$3.9 billion of additional long-term debt and \$1.75 billion in new equity. This new debt and equity would increase the proportion of long-term debt in PG&E's capital structure beyond that authorized by D.00-06-040.

3. In Application A.02-05-022, PG&E has applied for a new cost of capital and related capital structure to be recovered in retail rates charged to its customers for electric and natural gas service. We will defer to that proceeding the authorization of an appropriate capital structure for ratemaking purposes for PG&E in calendar year 2003, PG&E is authorized to comply with the capital structure that will result from the implementation of the Commission's Plan until such later date when the Commission issues an order in A.02-05-022.

4. PG&E should be authorized to issue up to \$2 billion in common stock and \$4.5 billion of additional long-term debt for any of the purposes listed in § 817. This authority should expire when the Commission's Plan has been funded.

5. PG&E should use any accrued interest derived from the issuance of long-term debt authorized by this decision to finance the Commission's Plan.

6. The following exemptions or allowances are reasonable, consistent with Commission precedent, and should be granted:

- i. Flexibility to issue any or all of the types of long-term debt identified in the body of this decision.
- ii. Requiring ratepayers to (a) bear any potential tax penalties or interest on penalties associated with DIS securities; and (ii) make ratepayers responsible for (a) back taxes on DIS securities to the extent they received tax benefits associated with the securities, and (b) interest on these back taxes based on the 3-month commercial paper rate.
- iii. The need for authority under § 701 to enter into interest-rate swaps, caps, and collars for long-term debt issued pursuant to this decision.
- iv. For PG&E to exclude interest-rate swaps from the determination of the amount of debt authorization used.
- v. To exempt interest-rate swaps used to finance the Plan of Reorganization from the restriction adopted in D.93-06-082 that limits interest-rate swaps to 20% of PG&E's outstanding long-term debt.
- vi. The need for the exemptions from the Competitive Bidding Rules described in the body of this decision.

1. Section 701.5 prohibits a utility from issuing debt or pledging its credit for or on behalf of an affiliate. Section 701.5(a) authorizes the Commission to grant exemptions from § 701.5 if (i) the affiliate's revenues and expenses are used by the Commission to set rates, and (ii) the Commission finds that the proposed financing will benefit the utility and its ratepayers.

2. The need for authority for PG&E to guarantee DIS securities issued by affiliated SPVs for the purposes authorized by this decision is reasonable, consistent with Commission precedent, satisfies the requirements of § 701.5(a), and should be granted.

3. Any interest-rate swaps, caps, or collars used pursuant to the authority granted by this decision should be used for ratemaking purposes only if the swap, cap, or collar provides demonstrable benefits to ratepayers.

4. PG&E should comply with the record keeping and reporting requirements pertaining to interest-rate swaps, caps, and collars that were adopted by the Commission in D.93-06-082.

5. PG&E should report to the Commission all the information required by GO 24-B for any debt issued by PG&E pursuant to this decision.

6. Except as specified in the following COL, PG&E should be authorized to report on a quarterly basis the information required by GO 24-B for Medium Term Notes, interest-rate swaps, and letters of credit.

7. Energy Division Staff should have authority to require PG&E to submit on a monthly basis the information required by GO 24-B.

8. PG&E is required by § 1904(b) to pay the appropriate fees for authority to issue an additional \$2 billion of equity and an additional \$4.5 billion in long-term debt.

9. The following order should be effective immediately so that its provisions may be implemented expeditiously.

O R D E R

IT IS ORDERED that:

1. Pursuant to Pub. Util. Code § 816 et seq., the Commission's General Counsel, Director of the Energy Division, staff, UBS Warburg LLC and Chanin Capital Partners, LLC, are authorized to negotiate for the issuance and placement by PG&E of up to \$2 billion of additional common equity through the sale of common stock and an additional \$4.5 billion in long-term debt to finance the Commission's Plan of Reorganization for PG&E to resolve PG&E's Chapter 11 case currently pending in the United States Bankruptcy Court for the Northern District of California.

1. PG&E may use the proceeds authorized by Ordering Paragraph (OP) 1 only to fund the Commission's Plan, which is an allowable purpose under § 817 ("§ 817 purposes").

2. The authority granted to PG&E by OPs 1 and 2 shall be exercised to fund the Commission's Plan only if it is confirmed by the Bankruptcy Court.

3. Pursuant to Pub. Util. Code §§ 816 et seq. and § 701, PG&E is conditionally authorized and ordered to issue the types of long-term debt and equity negotiated and/or placed by the Financing Team pursuant to OP 1. This authority and order are conditioned on, and will become effective, only upon confirmation of the Commission's Plan of Reorganization.

4. Pursuant to Pub. Util. Code § 701.5(a), PG&E may guarantee or otherwise secure debt issued by an affiliate for the purposes authorized by OPs 1 and 2.

5. Ratepayers shall be responsible for tax penalties or interest on penalties, if any, associated with deferrable interest securities (DIS securities).

6. Ratepayers shall be responsible for (i) back taxes on DIS securities to the extent that the benefits of reduced taxes from the DIS securities were previously flowed through to ratepayers, and (ii) interest on these back taxes based on the 3-month commercial paper rate.

7. Pursuant to Pub. Util. Code § 701, PG&E is authorized to enter into interest-rate swaps, caps, and collars for debt issued pursuant to this decision. PG&E shall comply with all record keeping and reporting requirements pertaining to these financial instruments that were adopted by the Commission in Decision (D.) 93-06-082. The interest-rate swaps authorized herein shall not be considered as additional debt for the purpose of determining the amount of long-term debt issued by PG&E.

8. The interest-rate swaps, caps, and collars used by to finance the Plan of Reorganization may be used for ratemaking purposes. Similarly, the interest-rate swaps, caps, and collars associated with long-term debt issued by PG&E for § 817 purposes may be used for ratemaking.

9. Exemptions are granted from the Commission's Competitive Bidding Rules as described in the body of this decision.

10. PG&E shall report to the Commission all of the information required by General Order (GO) 24-B for any debt issued by PG&E pursuant to this decision. PG&E may report this information on a quarterly basis, unless directed by Commission staff to submit some or all of the information required by GO 24-B on a monthly basis.

11. Pursuant to Pub. Util. Code § 1904(b), PG&E shall pay an appropriate fee to the Commission's Fiscal Office no later than 60 days after the issuance of securities implementing the Commission's Plan.

This order is effective today.

Dated ____, 2002, at San Francisco, California.

ATTACHMENT C

TEMPORARY SERVICE LIST

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